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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

barcelos city, inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 12, 1999

EMPIRE

SUBJECT: BARCELOS CITY, INC.
REF: W99000023197

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ARTICLES OF INCORPORATION

OF

EFFECTIVE DATE
10-7-99

BARCELOS CITY, INC.

I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, do hereby associate myself as a corporation and adopt the following Articles of Incorporation

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ARTICLE I

NAME OF CORPORATION

The name of this corporation is:

BARCELOS CITY, INC.

The principal office is located at 48 East Flagler Street, Mezzanine Level, Miami, Florida, 33131.

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purpose of this corporation and general nature of the business to be conducted are as follows:

To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

ARTICLE III

DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of

THIS INSTRUMENT PREPARED BY:
JOHN P. MAAS, ESQUIRE
44 NE 16 Street
Homestead, Florida 33030
FLORIDA BAR NO: 435910

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Incorporation.

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ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of Common Stock, each share having no par value.

ARTICLE V

INITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI

SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation and the number of shares they have elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
JOAQUIM MARTINS	16520 SW 272 Street Homestead, Florida 33031	50
MANUEL COSTA	8765 SW 152 Avenue, #149 Miami, Florida 33193	50

ARTICLE VII

DIRECTORS

The initial number of Directors of this corporation shall be two (2). The number of Directors may either be increased or

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decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The names and addresses of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his or her successors are elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
JOAQUIM MARTINS	16520 SW 272 Street Homestead, Florida 33031
MANUEL COSTA	8765 SW 152 Avenue, #149 Miami, Florida 33193

ARTICLE IX

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purpose shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE X

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her

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pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 44 NE 16 Street, Homestead, Florida 33030, and the name of the initial Registered Agent of this corporation at that address is John P. Maas, Esquire.

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former Officer or director, to the full extent permitted by law.

DATED this 7th day of October, 1999.

Joaquim Martins
JOAQUIM MARTINS

STATE OF FLORIDA)
 :
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared JOAQUIM MARTINS, to me well known to be the person described in and who acknowledged before me, according to law, that he made and subscribed the same for the purpose therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Dade County, State of Florida, this 7th day of October, 1999.

Michelle M. Van Velsor
NOTARY PUBLIC - STATE OF FLORIDA
Print Name: Michelle M. Van Velsor

My Commission Expires:



Michelle M. Van Velsor
MY COMMISSION # CC795865 EXPIRES
March 19, 2003
BY THE STATE OF FLORIDA

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE PURPOSE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT BARCELOS CITY, INC. IS DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT MIAMI, STATE OF FLORIDA, HAS NAMED JOHN P. MAAS, AT 44 NE 16 Street, Homestead, Florida, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature: Joaquim Martins
JOAQUIM MARTINS
Title: President
Date: 10/17/99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: John P. Maas
JOHN P. MAAS
Date: 10/17/99

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